



Staff Memorandum

EXECUTIVE COMMITTEE
Agenda Item #2(c)
(Consent Calendar)

REQUESTED ACTION: Approval of amendments to the Bylaws of the General Practice Section.

Attached are proposed amendments to the Bylaws of the General Practice Section. The Section is proposing the following amendments:

- Article III, Section 2 has been amended to change the reference to the number of judicial districts from 12 to 13.
- Article III, Section 4 (delegates to the House of Delegates) has been amended to provide allowance for Section growth.
- Article III, Section 5 has been deleted as no longer necessary.
- Article IV, Section 1 has been amended to provide greater clarity.
- Article V, Section 4 has been amended to delete a portion which is inconsistent with other provisions relating to the Nominating Committee.
- Article V, Section 5(b) has been amended to reduce the number of unexcused absences from four to two.

As with all section bylaws, your approval is required in order for these proposed amendments to take effect. These proposals are being submitted to you in anticipation of the Section's approval at the Section's Annual Meeting, which takes place on January 25; the Section will advise of their approval.

**NEW YORK STATE BAR ASSOCIATION
BYLAWS OF THE GENERAL PRACTICE SECTION
Proposed Amendments for January 2012
(Previously amended March 31, 2006)**

ARTICLE I

Name and Purpose

Section 1. This Section shall be known as the General Practice Section of the New York State Bar Association.

Section 2. This Section, alone or in coordination with other sections and committees of the New York State Bar Association (hereinafter referred to as the Association) shall plan and conduct such continuing legal education programs, collect, publish and distribute such educational and professional materials, and undertake such other and diverse activities authorized from time to time by the Association and the officers and Executive Committee of the Section as shall enhance the competence and skills of lawyers engaged in the general practice of law and improve their ability to deliver the most efficient and highest quality legal services to their clients. Its activities shall be designed also to enhance the role of general practitioners as contributing members and leaders of their communities, the legal profession and the Association, and to provide a medium through which general practitioners may cooperate with, encourage and assist each other in the resolution of problems common to them and to the legal profession, all to their mutual benefit and that of the membership of the Association and the legal profession at large, and to the benefit of the substantive body of law in New York and of the general administration of justice throughout the state.

ARTICLE II

Membership

Section 1. Any member of the Association shall be eligible for membership in this Section, and shall be enrolled as a member of the Section upon application to its Secretary and payment of such dues as shall be determined by its Executive Committee.

Section 2. Law students may be non-voting members of the Section and may serve as adjunct members of Section committees to the extent that each committee Chair shall determine.

ARTICLE III

Officers, Executive Committee and Section Delegate to House of Delegates

Comment [S1]: (Formatting correction)

Section 1. The officers of this Section shall be a Chair, Chair-Elect, a Secretary and a Treasurer who, except as hereinafter provided, shall serve terms of one year commencing June 1 of each year, succeeding the Annual Meeting. The officers of the Section shall be elected by its membership at each annual meeting of the Section to be conducted during the Association's annual meeting each year. The Chair-Elect, upon completion of the Chair's term of office, shall automatically succeed to the office of Chair for the next following year.

Section 2. There shall be an Executive Committee of this Section consisting of its officers, its delegates to the House of Delegates, the Chairs of the Section for the last two preceding years, and one member from each of the twelve ~~thirteen~~ judicial districts within the State of New York (hereinafter referred to as elected members) who shall be elected at the Section's annual meeting by the membership of the Section. All past Chairs of this Section shall be voting members of the Executive Committee.

Comment [S2]: Addition of 13th Judicial District

Section 3. All elected members of the Executive Committee (as defined in Section 2 of this Article) shall hold office for three year terms commencing January 1, of the year succeeding the annual meeting at which the member is elected, except that as to members elected from the first, third, seventh and tenth judicial districts, they shall be elected for terms ending in three-year multiples from December 31, 2001; as to the members elected from the fourth, sixth, ninth, eleventh and twelfth judicial districts, they shall be elected for terms ending in three-year multiples from December 31, 2000, as to the members elected from the second, fifth, ~~and eighth~~ and thirteenth judicial districts, they shall be elected for terms ending in three-year multiples from December 31, 1999. Elected members from each judicial district in the state may be elected to said offices for not more than ~~two~~ three consecutive terms.

Comment [S3]: Increase in terms recommend by General Practice Section Nominating Committee

Section 4. The Section Chair shall appoint the ~~preceding immediate past~~ Chair of the Section, ~~and him/herself and such other persons allowed by the Association,~~ as delegates to the Association's House of Delegates for a term of one year. Should any delegate be unable or decline to serve, then the Executive Committee shall elect a replacement. The Section delegates to the House of Delegates shall serve subject to such conditions as may be prescribed by the Association's Bylaws.

Comment [S4]: Amended for clarity

Comment [S5]: Allowance for additional delegates resulting from Section growth

Section 5. ~~The Chair and Chair-Elect elected at the January 2004 meeting of the Section shall take office immediately upon election and continue in office until May 31, 2005.~~

ARTICLE IV

Nomination of Officers

Section 1. Not less than ninety days prior to each annual meeting of this Section, the Chair shall appoint a Nominating Committee of five members of the Section, including at least one member from each of the judicial departments within the State of New York and the ~~preceding immediate past~~ Chair of the Section who shall Chair the nominating committee. This committee, no member of which shall be a candidate for Section office except for delegate to the Association's House of Delegates, shall make and report to the Secretary and the Executive Committee not less than forty-five days prior to the annual meeting of the Section its nominations for the following term for the offices of Chair-Elect, Secretary and Treasurer, and for elected members of the Executive Committee. If there shall then exist a vacancy in the office of Chair-Elect, the Nominating Committee shall also make and report its nomination for the following term for the office of Chair. The report of the Nominating Committee shall be circulated among the members of the Section not less than thirty days prior to the date of the annual meeting of the Section. Additional nominations for such offices may be made upon the petition of at least twenty-five members of the Section filed with its Secretary not less than fifteen days prior to its annual meeting. Petitions for additional nominees must contain signatures from Section members from at least three quarters of the state's judicial departments. No nomination not so made shall be considered or voted upon at the Annual Meeting.

Comment [S6]: Amended for clarity

ARTICLE V

Duties of Officers and Members of the Executive Committee

Section 1. Chair: The Chair shall preside at all meetings of the Section and its Executive Committee and shall be an ex officio member of all its committees. The Chair shall implement such policy directives as may be presented by the Section's Executive Committee and shall submit to it from time to time such recommendations as the Chair may deem appropriate in the interests of the Section. In addition, the Chair shall perform such other and related duties as ordinarily are incident to the Chair's office.

Section 2. Chair-Elect: In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Section and its Executive Committee. Upon the death or resignation of the Chair, or during the Chair's absence or disability, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term, or for as long as the Chair's absence or disability shall continue, as the case may be. The Chair-Elect shall assist the Chair in the discharge of the Chair's responsibilities and shall perform such other and related duties as may be assigned to the Chair-Elect by the Chair or the Section's Executive Committee, and as ordinarily are incident to the Chair-Elect's office.

Section 3. Secretary: The Secretary shall prepare the minutes of the annual and special meetings of the Section and its Executive Committee, prepare, forward and receive appropriate notices and correspondence, and maintain such other non-financial records, papers and data as may be necessary or appropriate from time to

time. The Secretary shall serve as administrative assistant to the Chair, and shall assist the Chair, the Chair-Elect and the Section's committee Chairs in the discharge of their responsibilities. In addition, the Secretary shall perform such other and related duties as may be assigned to the Secretary by the Chair or the Section's Executive Committee and as ordinarily are incident to the Secretary's office. Immediately upon being succeeded in office, the Secretary shall deliver all Section records, correspondence and other property in the Secretary's possession to the Secretary's successor.

Section 4. Treasurer: The Treasurer shall be the custodian of all financial records of the Section, which shall be open at all times to the inspection of any member of the Executive Committee, or to that of the Association's officers, Executive Committee or financial staff. The Treasurer shall prepare the Section's annual budget. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report upon the Section's finances at each meeting of the Executive Committee, at the Section's annual meeting and at such other times as the Chair, the Executive Committee or the President of the Association shall direct. In addition, the Treasurer shall perform such other and related duties as may be assigned to the Treasurer by the Chair or the Section's Executive Committee and as ordinarily are incident to the Treasurer's office. The Term of Treasurer will be an annual appointment, not subject to the Section's policy of rotation. ~~The Section Chair shall appoint the Treasurer annually by vote of the majority of Executive Committee.~~

Comment [S7]: Deleted to correct apparent discrepancy with statement in Article IV Section 1, where Nominating Committee puts forth nominations for offices of "Chair-Elect, Secretary and Treasurer, and for elected member of the Executive Committee."

Section 5. Executive Committee: (a) The Executive Committee shall have general supervision and control over the affairs and activities of this Section, subject to any conditions prescribed in the Association's Bylaws and the Bylaws of this Section, and may delegate to the Chair and Treasurer the authority to expend Section funds for such purposes and in such amounts as the Committee may from time to time establish. It shall be responsible for the authorization of all commitments and contracts which shall entail the payment of money, and for the expenditure of all moneys collected by the Section or appropriated for its use and purposes. The Executive Committee shall adopt its own rules of procedure, subject to these Bylaws.

(b) During the period between annual meetings of this Section, the Executive Committee may fill vacancies in the offices of Chair-Elect, Secretary and Treasurer for their respective unexpired terms. The Executive Committee shall fill any vacancy in the position of Section Delegate to the Association's House of Delegates. The Executive Committee shall fill any vacancies existing upon the Executive Committee. By majority vote of a quorum present, the Executive Committee shall elect a Section member to fill the vacancy for the balance of the unexpired term. The Executive Committee may also, by a two-thirds vote of the entire Executive Committee, remove an elected member thereof. Failing to attend four two meetings in any one year without excuse deemed adequate by the Executive Committee shall result in removal.

(c) The Executive Committee shall meet upon the call of the Section Chair or any four Executive Committee members. A quorum to do Section business shall be

eight members of the Executive Committee. The Executive Committee shall meet at least three times annually, at such times and places as the Chair may designate. The Executive Committee shall meet following the annual meeting of the Section.

(d) Members of the Executive Committee shall vote in person when present at any meeting, but when absent may communicate their vote, in writing or contemporaneously with the meeting by telephone, upon any proposition, to the Secretary and have it counted with the same effect as if cast personally at such meeting.

ARTICLE VI

Committees

Section 1. There shall be two standing committees, the Executive Committee and the Nominating Committee, and such other standing and ad hoc committees as the Chair and the Executive Committee shall from time to time appoint.

Comment [S8]: Section 1 heading added to correct formatting

Section 2. The Chair and the Executive Committee of this Section, jointly and severally, may create such special committees within the Section as either may deem appropriate from time to time. Section committees shall make recommendations from time to time to the Chair or the Executive Committee for such action as they may deem appropriate, but shall take no action without the approval of the Section's Executive Committee.

Section 3. At the commencement of the Chair's term of office, the Chair shall appoint committee chairs who shall be Section members. Committee chairs shall serve at the discretion of the Section Chair, but shall not serve for longer than three consecutive years, absent special circumstances. Vacancies shall be filled by the Section Chair. The committee chairs shall be invited to all meetings of the Executive Committee, but shall not be entitled to vote. The committee chairs shall schedule meetings at such times and places as they deem appropriate. The Chair of each committee, upon consultation with the Section Chair or such person designated by the Section Chair, shall appoint the members of the committee who shall be Section members. Such appointments shall be made no later than February 15th. A written report of the activities of the committee shall be submitted to the Secretary by the committee chairs by November 15th of each year.

ARTICLE VII

Meetings

Section 1. The annual meeting of the Section shall be conducted during the week in which the Association's annual meeting is held. Other meetings of the Section shall be conducted at such times and places as may be designated by the Executive

Committee. The Chair, or the Chair's nominee, shall give advance notice to the Section membership in an appropriate Section publication of the date and time, place and tentative agenda for Section meetings.

Section 2. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 3. Except as provided herein in Article V(5)(b), all binding action of the Section shall be by a majority vote of its members present at a meeting. Business to be transacted at the Annual Meeting of the Section shall conform to the Bylaws of the Association, these Section Bylaws and, where not otherwise specified, in accordance with Roberts Rules of Order, Revised.

Section 4. The Executive Committee shall adopt rules providing for procedures and events at the Section meetings.

ARTICLE VIII

Miscellaneous Provisions

Section 1. These Bylaws shall become effective upon their approval by the Association's House of Delegates.

Section 2. The Executive Committee of this Section shall fix the dues for membership in this Section, which shall be payable to the Association's Treasurer, to be held by the Treasurer for the use and purposes of the Section. Section funds shall be expended only by approval of the Chair or the Section's Executive Committee.

Section 3. These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present, except that no amendment shall be effective until approved by the Association's Executive Committee.

Section 4. Any action taken by this Section must be approved by the Association before the same is given publicity as or becomes effective as the action of the Association.